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REGULATORY AUTH.

BellSouth Telecommunications, Inc. 615 214-6301
Suite 2101 Fax 615 214-7406
333 Commerce Street
Nashville, Tennessee 37201-3300

Guy M. Hicks
General Counsel

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OFFICE OF THE
EXECUTIVE SECRETARY
June 10, 1999

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

99-00467

Re: Approval of the Amendment to Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Quick-Tel Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. 99-00143

Dear Mr. Waddell:

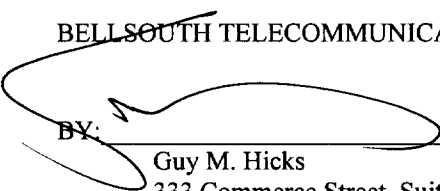
Pursuant to Section 252(e) of the Telecommunications Act of 1996, Quick-Tel Communications, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement dated February 2, 1998. The Amendment modifies the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement.

Sincerely yours,

QUICK-TEL COMMUNICATIONS, INC.

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: _____
Shirley Moran
456 West Rock Island
Boyd, TX 76023
President/CEO for Quick-Tel

BY:  _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
Attorney for BellSouth

BELLSOUTH

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99-00467

Re: Approval of the Amendment to Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Quick-Tel Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. 99-00143

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Quick-Tel Communications, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement dated February 2, 1998. The Amendment modifies the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement.

Sincerely yours,

QUICK-TEL COMMUNICATIONS, INC.

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: Shirley Moran
Shirley Moran
456 West Rock Island
Boyd, TX 76023
President/CEO for Quick-Tel

BY: _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
Attorney for BellSouth

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Quick-Tel Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~99-00143~~

99-00467

**PETITION FOR APPROVAL OF AMENDMENT TO THE RESALE AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND QUICK-TEL COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Quick-Tel Communications, Inc. ("Quick-Tel") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated February 3, 1998 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Quick-Tel and BellSouth state the following:

1. Quick-Tel and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to Quick-Tel and Amendment to the Resale Agreement. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on December 15, 1998.
2. The parties have also recently negotiated an amendment to the Resale Agreement modifying the Operational Support Systems (OSS) Rates Table in Exhibit A of the Resale Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Quick-Tel and BellSouth are submitting their Amendment to the TRA for its consideration and approval.
4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between Quick-Tel and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not

a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Quick-Tel and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Quick-Tel and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 18th day of June, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

QUICK-TEL COMMUNICATIONS, INC.

By: _____

Shirley Moran
456 West Rock Island
Boyd, TX 76023
President/CEO for Quick-Tel

a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Quick-Tel and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Quick-Tel and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 24 day of June, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

QUICK-TEL COMMUNICATIONS, INC.

By: 

Shirley Moran
456 West Rock Island
Boyd, TX 76023
President/CEO for Quick-Tel

**Amendment to Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Quick-Tel Communications, Inc.
dated February 3, 1998**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Quick-Tel Communications, Inc. ("Quick-Tel") and BellSouth Telecommunications, Inc. ("BellSouth") on February 3, 1998. This Amendment ("Amendment") is made by and between Quick-Tel and BellSouth and shall be deemed effective on the date executed by Quick-Tel and BellSouth.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Quick-Tel and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. BellSouth and Quick-Tel are entering into this Agreement for the purpose of deleting the table of Operational Support System (OSS) Rates contained in Exhibit A of their existing Agreement in its entirety and replacing it with the new OSS rates as follows:

OPERATIONAL SUPPORT SYSTEMS (OSS) RATES	Electronic Per LSR received from the CLEC by one of the OSS interactive interfaces	Manual Per LSR received from the CLEC by means other than one of the OSS interactive interfaces
OSS Order Charge	\$3.50	\$19.99

Footnote (1): In addition to OSS charges, applicable discounted service order and related charges apply per the tariff.

2. The Parties agree that Quick-Tel will incur the mechanized rate for all LSRs, both mechanized and manual, if the percentage of mechanized LSRs to total LSRs exceeds the threshold percentages shown below:

Year	Ratio: Mechanized/Total LSRs
1999	70%
2000	80%
2001	90%

The threshold plan will be discontinued in 2002.

3. The Parties agree that the threshold plan described in Paragraph 2 above may be superceded by an LSR specific process that would apply the mechanized LSR rate to only those manual LSRs, which cannot be submitted over a mechanized system.

4. The Parties agree that all other provisions of the Agreement, dated February 3, 1998, shall remain in full force and effect.

5. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

~~BellSouth~~ Telecommunications, Inc.

Signature

Jerry D. Hendrix

Name

Director - Interconnection Services

Title

Date

4/26/99

Quick-Tel Communications, Inc.

Signature

Shirley Moran

Name

President

Title

Date

4/26/99